

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE**

FRANKLIN MUTUAL ADVISERS, LLC;
MUTUAL BEACON FUND;
MUTUAL DISCOVERY FUND;
MUTUAL QUALIFIED FUND;
MUTUAL SHARES FUND;
MUTUAL FINANCIAL SERVICES FUND;
MUTUAL BEACON FUND;
FRANKLIN MUTUAL BEACON FUND;
MUTUAL DISCOVERY SECURITIES FUND;
and MUTUAL SHARES SECURITIES FUND,

Plaintiffs,

v.

TYCO INTERNATIONAL LTD.,

Defendant.

MDL No. 1335
Civ. No. 07-CV-1337-PB
**AGREED ORDER AND
FINAL JUDGMENT OF
DISMISSAL OF TYCO
INTERNATIONAL LTD. AND
BAR ORDER**

**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL OF DEFENDANT TYCO
INTERNATIONAL LTD. AND BAR ORDER**

Franklin Mutual Advisers, LLC, Mutual Beacon Fund, Mutual Discovery Fund, Mutual Qualified Fund, Mutual Shares Fund, Mutual Financial Services Fund, Mutual Beacon Fund, Franklin Mutual Beacon Fund, Mutual Discovery Securities Fund and Mutual Share Securities Fund ("Plaintiffs") and Tyco International Ltd. ("Defendant") (each of them a "Settling Party" and collectively, the "Settling Parties"), having represented to the Court that they have entered into a settlement agreement that resolves all issues between and among them in the First Amended Complaint, and for good cause shown, the Court ORDERS:

1. Pursuant to Section 21D-4(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A) each Settling Party is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise

seeking contribution for any amount paid in connection with this action against any other person based upon, relating to, or arising out of the subject matter, allegations, transactions, facts, matters, occurrences, representations or omissions alleged, involved, set forth or referred to in the First Amended Complaint in the suit.

2. All claims asserted by Plaintiffs against Defendant in the First Amended Complaint are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b).

3. The Clerk is directed to enter this Agreed Order and Final Judgment of Dismissal of Tyco International Ltd. and Bar Order as a final judgment and send a copy of same to all counsel of record.

IT IS SO ORDERED.

Enter: 05/02/2009

/s/ Paul Barbadoro
The Hon. Paul Barbadoro
United States District Judge

We ask for this:

/s/ Edward A. Haffer
Edward A. Haffer, Esq.
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/s/ Marc B. Kramer

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Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I certify that copies of the foregoing were served this date on the attached Service List through ECF or by mail for those on the list who do not have an ECF Registration.

/s/ Edward A. Haffer

Edward A. Haffer

cc: Counsel of Record